

F97443

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Key Space Company

RECEIVED
98 APR 21 AM 10:27
DIVISION OF CORPORATION

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

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*****35.00 *****35.00

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

☒ Dissolution / Withdrawal Photo

Annual Report / Reinstatement _____

Cert. Copy _____

☒ Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search 4/21

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

Handwritten signature and initials
VOL
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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
KEY SPACE COMPANY,

ARTICLE I

ARTICLE II

SEAN ANDREW COUGHLAN Vice President
Address: c/o The Royal Bank of Scotland Trust Company
(Jersey) Limited
6/7 Mulcaster Street, St. Helier, Jersey, Channel
Islands JE4 8TL

Address: LESLIE JOHN ALLAM
c/o The Royal Bank of Scotland Trust Company
(Jersey) Limited
6/7 Mulcaster Street, St. Helier, Jersey,
Channel Islands JE4 8TL

Address: SARAH JANE WEAVER
c/o The Royal Bank of Scotland Trust Company
(Jersey) Limited
6/7 Mulcaster Street, St. Helier, Jersey,
Channel Islands JE4 8TL

Address: SEAN ANDREW COUGHLAN
c/o The Royal Bank of Scotland Trust Company
(Jersey) Limited
6/7 Mulcaster Street, St. Helier, Jersey,
Channel Islands JE4 8TL

ARTICLE IV

All liabilities and obligations of the corporation have been paid or discharged.

ARTICLE V

All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their rights and interests.

ARTICLE VI

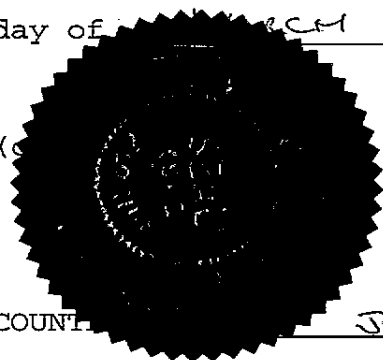
There are no actions pending against the corporation in any court.

ARTICLE VII

A written consent to dissolve the corporation has been signed by all of the shareholders of the corporation as evidenced by the executed copy attached hereto and made a part hereof.

IN WITNESS WHEREOF, all of the officers and directors of the corporation have set their hands and seals hereto, this 18th

day of March, 1998.



J.J.R. Johnson
[Signature]
Seaver.

COUNTY OF JERSEY

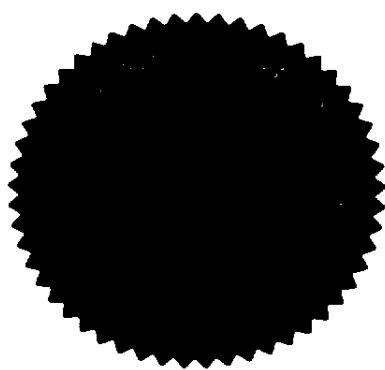
COUNTY OF CHANNEL ISLANDS

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the Country and County aforesaid, personally appeared Leslie John Allam, Sarah Jane Weaver and Sean Andrew Coughlan, to me well known to be all of the Officers and Directors of Key Space Company, a Florida corporation, and that they severally acknowledged executing the foregoing freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of the said corporation.

WITNESS my hand and official seal in the Country and County last aforesaid, this 9th day of April, 1998.

J.J.R. Johnson
NOTARY PUBLIC

My Commission Expires:
without limit in point of time
CORP\DIS-ART.KSC



J.J.R. JOHNSON
NOTARY PUBLIC
33-35 PIER ROAD
ST. HELIER, JERSEY C.I.

SHAREHOLDERS' CONSENT AGREEMENT
FOR THE VOLUNTARY DISSOLUTION
OF
KEY SPACE COMPANY, A FLORIDA CORPORATION

WHEREAS, the undersigned, being the sole holders of all of the capital stock of KEY SPACE COMPANY, a Florida corporation organized under the laws of the State of Florida, has determined that it would be advisable and in the best interests of the corporation and its shareholders for the corporation to be dissolved; now therefore, be it:

RESOLVED, that the shareholders of hereby consent to the dissolution of the corporation;

RESOLVED FURTHER, that the Officers and Directors of are authorized and directed to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the corporation's assets and to execute any documents or instruments necessary and incident thereto;

RESOLVED FURTHER, that the Officers and Directors of are authorized and directed to apply the assets in cash or in kind, of the corporation to the payment of its known debts and obligations, and after disposing of the assets of the corporation and making suitable provision for the payment of all of its known debts, the Officers and Directors are authorized and directed to distribute the remainder of the corporation's assets to the shareholders, in cash or in kind, according to their rights and interests;

RESOLVED FURTHER, that the Officers and Directors are hereby authorized and required to execute all documents, instruments, reports, tax returns, certificates and affidavits required by any federal, state, or local government in connection with or by reason of the liquidation and dissolution of , or on behalf of the corporation, including U.S. Treasury Department Form 966;

RESOLVED FURTHER, that on completion of all liquidation actions, the Officers and Directors of the corporation are hereby authorized and required to file all documents required by law to complete the winding up of the affairs and the dissolution of the corporation.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of KEY SPACE COMPANY have hereunto set their hands and seals, this 18th day of March, 1998.

ALPINE HOLDINGS LIMITED
a Gibraltar corporation

By: [Signature]
Leslie John Allam, Director

[Signature]
Sean Andrew Coughlan, Director

100% Shareholder

CHANNEL ISLAND OF JERSEY

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the aforesaid, personally appeared Leslie John Allam and Sean Andrew Coughlan, as the authorized directors of Alpine Holdings Limited, a Gibraltar corporation, to me well known to be the directors of Alpine Holdings Limited, the sole shareholder of Key Space Company, a Florida corporation and that he/they severally acknowledged executing the foregoing freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of the said corporation.

WITNESS my hand and official seal in the Country and County last aforesaid, this 9th day of April, 1998.

J J R Johnson

NOTARY PUBLIC

My Commission Expires:
without limit in point of time

CHANNEL ISLAND

corp\dis-corp.ksc

J. J. R. JOHNSON
NOTARY PUBLIC
33-35 PIER ROAD
ST. HELIER, JERSEY C.I.

SECRETARY'S CERTIFICATE

I, Sarah Jane Weaver, Secretary of Key Space Company, a Florida corporation, hereby certify that at a special joint meeting of the Shareholders and Directors of said corporation duly called and held at the offices of the corporation on 18th MARCH, 1998, the following resolution was adopted:

RESOLVED: That the following plan of liquidation, pursuant to Section 331 of the Internal Revenue Code of 1954, be and the same is hereby adopted:

I. Within thirty (30) days after the date of this meeting, counsel for the Corporation shall file Form 966 with the Director, Internal Revenue Service Center, attaching thereto a certified copy of this resolution, indicating that the Shareholders and Directors have adopted a plan of complete liquidation pursuant to Section 331 of the Internal Revenue Code of 1954.

II. That the Corporation, by its duly authorized Officers, proceed forthwith to liquidate the assets of the Corporation and distribute such assets, except those retained to meet certain liabilities, to the Shareholders as an incident to the plan of Complete liquidation adopted by the Shareholders and Directors pursuant to Section 331 of the Internal Revenue Code of 1954.

III. That as soon as practical thereafter, counsel for the Corporation shall file Articles of Dissolution with the office of the Secretary of State of the State of Florida and a final State Income Tax Return with the Department of Revenue of the State of Florida, and that the Officers and Directors of the Corporation are hereby authorized to execute any and all documents necessary to effectuate such dissolution.

IV. That the Officers and Directors be and they are hereby empowered, authorized and directed to proceed in accordance with the resolution hereby adopted by the Shareholders and Directors, said Officers and Directors being authorized to adopt any subsequent resolutions to effectuate the intent of the Shareholders and Directors to liquidate the Corporation in accordance with the plan of liquidation adopted pursuant to Section 331 of the Internal Revenue Code of 1954.

I further certify that the foregoing votes are in full force and effect on the date of this certificate.

WITNESS my hand and seal of , this 18th day of MARCH, 1998.

S. Weaver
Sarah Jane Weaver, Secretary